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The following constitutes the order of the Court.
Signed: November 24, 2020

M. Elaine Hammond

M. Elaine Hammond
U.S. Bankruptcy Judge

[Proposed] Attorneys for
Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION

In re

Case No. 20-30748

- ☐ SIZZLER USA ACQUISITION, INC., a Delaware corporation
- ☐ SIZZLER USA HOLDINGS, INC., a Delaware corporation
- ☐ SIZZLER USA FINANCE, INC., a Delaware corporation.
- ☐ WORLDWIDE RESTAURANT CONCEPTS, INC., a Delaware corporation
- ☐ SIZZLER USA, INC., a Delaware corporation
- ☐ SIZZLER USA FRANCHISE, INC., a Delaware corporation
- ☐ SIZZLER USA REAL PROPERTY, INC., a Delaware corporation
- ☐ SIZZLER USA RESTAURANTS, INC., a Delaware corporation
- ☒ ALL DEBTORS,

Joint Administration Requested with
Case Nos. 20-30746, 20-51400, 20-51401,
20-51402, 20-51403, 20-51404, and 20-51405

Chapter 11

**FINAL ORDER APPROVING DEBTORS'
EMERGENCY MOTION FOR AN
ORDER AUTHORIZING DEBTOR TO
HONOR PREPETITION OBLIGATIONS
TO EMPLOYEES**

Judge: Hon. M. Elaine Hammond

Date: November 19, 2020

Time: 2:00 p.m.

Place: Videoconference via Zoom Only

Debtors and
Debtors in Possession.

The Debtors' Emergency First Day Motion for Order Authorizing Debtors to Honor
Prepetition Obligations to Employees (the "Motion"), filed by Sizzler USA Acquisition, Inc.
("SUSAA"), Sizzler USA Holdings, Inc. ("SUSAH"), Sizzler USA Finance, Inc. ("SUSAFI"),
Worldwide Restaurant Concepts ("WRC"), Sizzler USA Inc. ("SUSA"), Sizzler USA Franchise,
Inc. ("SUSAFR"), Sizzler USA Real Property, Inc. ("SUSARP"), and Sizzler USA Restaurants,

1 Inc. ("SUSAR," collectively the "Debtors"), filed with the Court at Docket No. 8 on September
2 21, 2020, came on for final hearing before the Honorable M. Elaine Hammond, United States
3 Bankruptcy Judge, on November 19, 2020, at 2:00 p.m. Appearances were as noted on the record.
4 Based upon the Court's review of the Motion, the declarations and other pleadings filed in support
5 of the Motion, including the *Supplemental Declaration of Christopher Perkins in Support of*
6 *Debtors' First Day Motion for Order Authorizing Debtors to Honor Prepetition Obligations to*
7 *Employees* filed with the Court at Docket No. 16, the absence of any timely objection to the
8 Motion, the arguments of counsel at the hearing on the Motion, and all pleadings and evidence of
9 record in this case,

10 **IT IS HEREBY ORDERED that:**

11 1. The Motion is GRANTED on a final basis. Capitalized terms not defined in this
12 Final Order shall have the meanings given to them in the Motion.

13 2. SUSAR is authorized, but not required, in its sole discretion:

14 (a) to pay the prepetition wages and salaries owed to its Employees, including
15 payroll and reimbursement requests in an amount up to the cap of \$13,650 per Employee
16 under section 507(a)(4) of the Bankruptcy Code (except as otherwise noted in the Motion);
17 and

18 (b) to pay any prepetition claims arising from SUSAR's employee benefit plans
19 and programs and otherwise honor, in the ordinary course of business, existing employee
20 benefit plans and programs and paid time off accruals, including medical and dental
21 benefits and all related costs and expenses, as such policies were in effect as of the
22 commencement of this Case, even if so doing involves honoring prepetition claims.

23 3. All Banks and other financial institutions are authorized and directed to receive,
24 process, honor, and negotiate all checks drawn on, and transfers made from, the Debtors' accounts
25 and presented for payment on account of the Debtors' wage, salary, expense reimbursement, and
26 employee benefit plan or program obligations. The Banks shall not be liable to any party on
27 account of: (a) following the Debtors' representations, instructions, or presentations as to any
28 order of the Court (without any duty of further inquiry); (b) the honoring of any prepetition

1 checks, drafts, wires, or ACH Payments in a good faith belief or upon a representation by the
2 Debtors that the Court has authorized such prepetition check, draft, wire, or ACH Payments; or (c)
3 an innocent mistake made despite implementation of reasonable handling procedures.

4 4. Notwithstanding anything to the contrary contained in this Final Order, any
5 payment made or other action taken by the Debtors pursuant to the authority granted herein, as
6 well as the exercise of any and all other rights and authorizations granted or approved hereunder,
7 shall be subject in all respects to any final orders regarding the Debtors' use of cash collateral
8 approved by this Court in these Chapter 11 Cases (the "Cash Collateral Order").

9 5. In the event of any inconsistency between the terms or conditions of this Final
10 Order and the terms or conditions of the Cash Collateral Order, the provisions of the Cash
11 Collateral Order shall govern and control.

12 6. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

13 7. Notice of the Motion as provided therein shall be deemed good and sufficient
14 notice of such Motion under the circumstances, and the requirements of Bankruptcy Rule 6004(a)
15 and the Bankruptcy Local Rules are satisfied by such notice.

16 8. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and
17 conditions of this Order shall be immediately effective and enforceable upon its entry.

18 9. The Debtors are authorized to take all such actions as are necessary or appropriate
19 to implement the terms of this Order.

20 10. This Court shall retain jurisdiction to hear and determine all matters arising from or
21 related to the implementation, interpretation, or enforcement of this Interim Order.

22 * * * **END OF ORDER** * * *

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Court Service List

Registered ECF Participants only.